

#0419-01: DESIGNATION OF OFFICERS AND DELEGATION OF AUTHORITY TO INTERIM EXECUTIVE DIRECTOR

On February 22, 2019, following the resignation of Interim Executive Director John D. Porcari, the Board named Francis Sacr to serve as the Interim Executive Director of the Gateway Program Development Corporation (the "Corporation") until his resignation, replacement, removal or the appointment of a Chief Executive Officer. It is the intention of the Board that the Interim Executive Director be an officer of the Corporation and have the powers and responsibilities of the Chief Executive Officer during his term as the Interim Executive Director. In addition, the Board finds that in order to enable the efficient and timely effectuation of the Gateway Program, it is necessary to delegate to the Interim Executive Director the authority to take certain categories of actions in addition to those delegated to the Chief Executive Officer in the Bylaws.

Additionally, the Board hired Suma Mandel as the Chief Administrative Officer of the Corporation in March 2019. It is the intention of the Board that the Chief Administrative Officer also serve as an Officer of the Corporation so that the Corporation can efficiently and effectively effectuate the Gateway Program.

Pursuant to the foregoing, the following resolution was adopted, with Trustees Cohen, Coscia, and Zaro voting in favor.

RESOLVED, that the Board hereby designates the following as Officers of the Corporation pursuant to Sections 7.1 the Corporation's Bylaws, with the responsibilities and authority described below:

1. **Interim Executive Director.** Until the appointment of a Chief Executive Officer, the Interim Executive Director shall serve in the stead of the Chief Executive Officer and have all the powers and responsibilities of the Chief Executive Officer, including those enumerated in Section 7.7(c) of the Bylaws;
2. **Chief Administrative Officer.** The Chief Administrative Officer, under the supervision of the Board and the Chief Executive Officer, shall be responsible for overseeing the internal structure and day-to-day administration of the Corporation, including coordination with Project partners, and the performance of such other duties as may be assigned by the Board or the Chief Executive Officer; and it is further

RESOLVED, that pursuant to Section 7.2 of the Bylaws, the Board hereby elects Mr. Sacr as Interim Executive Director, and Ms. Mandel as Chief Administrative Officer; and it is further

RESOLVED, that until the appointment of a Chief Executive Officer or the termination of this delegation by subsequent resolution of the Board, the Board additionally delegates to the office of the Interim Executive Director the responsibility and authority to act with respect to any and all matters below. These shall be in addition to any other responsibility or authority conferred by the Bylaws or any resolution heretofore or hereafter adopted by the Board:

1. Authorize, approve or award agreements, contracts or purchase orders on behalf of the Corporation upon such terms as the Interim Executive Director may deem proper and to enter into or execute the same on behalf of the Corporation where the amount of any such

agreement, contract or purchase order (inclusive of any renewal or extension) is not in excess of \$300,000; provided however, that the Interim Executive Director may not take such action where the amount of the agreement, contract or purchase order is in excess of \$50,000, unless (i) each Trustee is advised in writing of the Corporation's intention to enter into such agreement; or (ii) if, despite best efforts, the Corporation is unable to reach one or more Trustees, such action shall require the written consent of the Chair.

2. Initiate, with the written consent of the Chair, and carry out the Corporation's procurement processes in accordance with any relevant Corporation policies, including informational meetings, outreach to potential vendors, issuance of requests for qualifications, proposals, bid packages and Requests For Proposals, and formation and operation of selection committees; provided that the Interim Executive Director's authority to enter in to any binding agreement or purchase order is subject to the limitations set forth in paragraph 1 above.
3. Report to the Board, on at least a monthly basis, all significant action the Interim Executive Director has taken under this delegation of authority.